

McKinsey & Company, Inc. UK Support Staff Pension Scheme

Statement of Investment Principles

December 2019

Statement of Investment Principles

1. Introduction

Purpose of the Statement

McKinsey & Co Inc (UK) Pensions Trustees Limited (the "Trustee") of the McKinsey & Company, Inc. UK Additional Scheme ("the Scheme") has prepared this Statement of Investment Principles ("the SIP") in accordance with the Pensions Act 1995¹ ("the Act") as amended and the Occupational Pension Scheme (Investment) Regulations 2005 as well as the principles recommended by the Myners Code. It supersedes the previous Statement of Investment Principles, dated May 2017.

It supersedes any previous SIP and reflects the investment policy agreed by the Trustee in respect of assets covering Defined Contribution assets.

This SIP will be reviewed at least every three years or immediately after any significant change in investment policy.

Before preparing this SIP the Trustee has:

- Obtained and considered the written advice from the Scheme's Investment Consultant, XPS Pensions Group, who is suitably qualified through ability and experience and has appropriate knowledge.
- Consulted the employer.

This document describes the investment policy of the McKinsey & Co Inc (UK) Pension Trustees Limited (the "Trustee") in respect of the McKinsey & Company, Inc. UK Support Staff Pension Scheme (the "Scheme") and is issued by the Trustee to comply with Section 35 of the Pensions Act 1995 as amended by Pensions Act 2004 and Regulation 2 of the Occupational Pension Schemes (Investment) Regulations 2005 SI 2005/3378. It supersedes the previous Statement of Investment Principles, dated May 2017.

The Scheme's Principal Employer is McKinsey & Co Inc United Kingdom (the "Principal Employer").

Copies of this document have been provided to the Principal Employer, the Scheme's Investment Advisers and the Scheme's Investment Managers. Copies are available to members of the Scheme on request.

Scheme Details

The Scheme is a Registered Pension Scheme for the purposes of the Finance Act 2004 operated for the exclusive purpose of providing retirement benefits and death benefits to eligible participants and beneficiaries.

The Scheme was until 1 July 1999 a defined benefit scheme with a money purchase underpin. It closed to new entrants with effect from 1 January 1999. With effect from 1 July 1999 all active members ceased accruing further pensionable service in the defined benefit section of the Scheme and instead joined the defined contribution section of the Scheme, into which the Principal Employer pays a contribution each year.

Advice and Consultation

Before preparing this statement, the Trustee has sought and considered advice from the Scheme's Investment Advisers.

The Trustee has also consulted the Principal Employer concerning the contents of this statement.

Investment Powers

The investment powers of the Trustee are set out in the Trust Deed and Rules at clause 13. This statement is consistent with those powers.

The Trustee sets general investment policy following advice from its appointed Investment Advisers. Its appointed Investment Managers take responsibility for day-to-day investment decisions, subject to regular review and monitoring.

Investment Expertise

The Trustee is satisfied that the Scheme's Investment Advisers and Investment Managers are qualified (in their respective areas of responsibility) to advise on financial matters and have appropriate knowledge and experience of the management of the investment of pension schemes, such as the Scheme.

Review of the Statement

The Trustee's policy is to review this statement at one formal meeting in each calendar year and immediately following any significant changes in investment policy.

2. Investment Advice and Management

Investment Advisers

The current investment advisers are XPS Consulting Limited ("XPS") and MIO Partners EU Limited ("MIOEU")(and together the "Investment Advisers").

XPS advises primarily in relation to passive choices offered to members and in relation to the assets backing benefits earned in the defined benefit section of the Scheme (the "Category 2 assets"). XPS is remunerated on a time cost basis. The Trustee believes that this method of remuneration is appropriate because it enables XPS to provide necessary advice and information as needed by the Trustee and because the level of advice required can be variable.

MIOEU (which is regulated by the Financial Conduct Authority) advises solely in relation to Compass Offshore Special Situations PCC Limited ("COSS") and its respective share classes that are made available as investment choices for members. MIOEU is a wholly owned subsidiary of McKinsey & Co, Inc as are the Trustee and MIO Partners Inc ("MIO").

MIO is the Investment Manager of COSS which is offered as the active investment choice to members of the Scheme and of other pension plans for employees of McKinsey & Co, Inc affiliates. MIO is registered as an investment adviser with the U.S. Securities Exchange Commission.

The Trustee has considered the conflict of interest that is posed by the appointment of an in-house investment adviser and an in-house investment manager (on the advice of an in-house investment adviser). The Trustee has determined that any real or potential conflict arising from the use of internal investment advisers and managers does not result in a detriment to the members and beneficiaries of the Scheme. This is in part because MIOEU and MIO are not, and are not intended to be, profit centres, but have as a primary purpose providing investment products that seek maximisation of risk-adjusted investment return for pension plans sponsored by McKinsey, including Scheme participants, and current and former McKinsey Partners that invest in MIO managed products and also because the Trustee believes that MIOEU and MIO offer a resource which should be available to all McKinsey employees, not just Partners.

McKinsey & Co, Inc. (not the Trustee) pays a portion of the operating expenses and certain other expenses of MIOEU. MIOEU does not currently charge the Scheme for its advice.

MIO (and the other Investment Managers) are remunerated by receiving a fee expressed as a percentage of the Scheme's assets under management and this includes investment management and custodian charges. Broker commission charges and other transaction services are paid in addition and are deducted from the funds managed. Details of the fees are set out in Appendix 1. MIO's charges are limited to the costs it incurs in the management of the funds with no profit element. The Board of Directors of MIO monitors MIO's operation costs and the fees charged to investors in MIO managed products to satisfy itself that the costs are appropriate.

Investment Managers

Two investment managers are currently appointed to manage the investment choices offered by the Trustee and the Category 2 assets: MIO and Legal & General Investment Management Limited ("LGIM") (and together the "Investment Managers").

LGIM is authorised by the Financial Conduct Authority. MIO is exempt from authorization or otherwise not required to be authorized by the Financial Conduct Authority.

The Trustee believes that the method of remunerating the Investment Managers (described above) is appropriate as it provides an incentive for the active manager to maximise returns whilst adhering to a level of risk appropriate for Scheme members.

It is acknowledged by the Trustee that fees for active managers are significantly higher than those of their passive counterparts but the Trustee accepts that this reflects the nature of the management and associated objectives.

3. Investment Policy

The Scheme

The main characteristics of the Scheme that are relevant to the development of an appropriate investment strategy are as follows:

- In relation to pensionable service prior to 1 July 1999, the Scheme provides defined benefits for members with a defined contribution underpin.
- In relation to pensionable service on or after 1 July 1999, the Scheme provides defined contribution benefits for members.
- The defined contribution assets of the Scheme are attributed to members' Personal Accounts and to the Reserve Account. Each member has two Personal Accounts: the "Existing Personal Account" relates to contributions referable to pre-1 July 1999 pensionable service; and the "New Personal Account" relates to contributions referable to service after that date.
- In respect of the New Personal Accounts, the member can choose from among the investment choices offered by the Trustee. The Trustee retains full discretion regarding investment in respect of the Existing Personal Account.
- Assets that have not been allocated to members' Personal Accounts are allocated to a Reserve Account. It is the Trustee's policy to invest all of the Reserve Account in a cash fund.

Categories of Assets

The Scheme's assets can be split into four categories as follows:

Category 1 – those assets backing members' New Personal Accounts.

Category 2 – those assets backing benefits earned in the defined benefit section of the Scheme prior to 1 July 1999 (excluding those in Category 4).

Category 3 – annuity contracts/policies backing in whole or in part a pension in payment from the Scheme.

Category 4 – cash held from time to time for example to meet expenses.

Trustee objectives and principles

In respect of Category 1 assets

The Trustee's objective is to offer members an appropriate range of investment choices to suit different risk appetites and tolerances that includes both actively and passively managed funds. This gives members the opportunity to choose investments that reflect their own individual preferences.

In choosing which funds to offer, the Trustee applies the following principles:

- At least one broad-based actively managed fund should be offered in order to give members opportunity for value-added investment return beyond what is available tracking relevant bond or equity markets. This can be accomplished through investment in a portfolio that includes non-traditional asset classes, so long as the risks

attached to these investments are diversified and the portfolio as a whole is managed in a manner appropriate for pension scheme members.

- Investment risk and volatility in an actively managed fund for members should be kept to prudent levels; however, a degree of investment risk and volatility should be tolerated because pension scheme members are long-term investors who require growth overtime, however, the Scheme members are predominantly over age 4.
- A range of passive funds in core asset classes should be offered so that those members who do not wish to participate in an actively managed fund, or who wish to construct their own portfolio, may do so.
- An appropriate passive offering will include a range of index funds representing each of the major traditional asset classes, including UK and global equities, and both fixed and inflation-adjusted gilts. It should also include at least one blended fund that allows for diversified passive holdings in traditional asset classes.
- The Trustee encourages members to choose their investments. Members who are likely to choose an annuity at retirement are encouraged to adjust the balance between growth and risk in their portfolios moving towards less volatile investments as they come closer to retirement age, or to choose the Lifestyle-Active Portfolio which makes automatic adjustments to asset allocation as they age.
- The number of funds (both active and passive) available to choose from should be appropriately diverse but it is not in members' interests to offer too many funds as this can discourage members from making investment choices.
- All members should be encouraged to invest in their pensions and where there is evidence that members require or would be more comfortable investing in funds conforming to particular religious or ethical preferences, the trustee will consider offering such funds.

Taking into account its objectives and these principles, the Trustee has chosen COSS (its dollar, euro, sterling and multi-currency denominated share classes) as its active fund choice and a selection of LGIM funds as its passive funds choice.

In respect of Category 2 assets

The Scheme is at or near full funding in relation to its technical provisions. For this reason, the Trustee's investment objective is to achieve stability and to minimise volatility. Details of the Category 2 investments are provided at Appendix 2.

General Policy on compliance with Section 36 of the Pensions Act 1995

The Trustee's policy is to review regularly the investments over which it retains control and to obtain written advice about them when necessary. The written advice will consider suitability of the investments taking into account the needs of the members and the composition of the portfolio as a whole, the principles within this Statement and compliance with relevant legislation. The Investment Advisers consulted will have the knowledge and experience required under Section 36(6) of the Pensions Act 1995.

Default Fund

The Trustee provides a default fund that will be used in the event that a member fails to make choices regarding the funds in which he or she wishes to invest.

From 1 December 2014, the default option comprises passively managed funds managed by LGIM (the "Default Portfolio"). Until 5 years before the member's designated retirement date, the Default Portfolio will be invested in a fund composed of a 60% holding in the LGIM World Equity Fund, a 20% holding in the LGIM All Stocks Gilts Index Fund and a 20% holding in the LGIM All Stocks Index-Linked Gilts Index Fund (the "Balanced Fund"). As the member approaches retirement, starting 5 years prior to his or her designated retirement date, the Trustee has directed its administrator to annually reduce the Balanced Fund allocation, and re-allocate assets gradually to the LGIM Sterling Cash Fund (the "Cash Fund"), until at the designated retirement date, the investment will be 75% in the Balanced Fund and 25% in the Cash Fund. This enables members to use the Cash Fund for the provisions of a tax free lump sum at retirement with the remainder being invested for growth.

The Balanced Fund in the Default Fund Option will be switched into Balanced Hedged Fund as retirement date is approached to mitigate currency risk. This change does not meet any of the 'listed change' criteria. The Progression between the two funds is set out in the appendix.

The Trustee believes that a gradual partial allocation to the Cash Fund over a period of years approaching retirement is appropriate because the member is likely to wish to take some income in lump sum form at retirement. However, it is likely to be in the interests of most members to continue to invest the remainder of his or her fund for growth, even at retirement date, because members are likely to wish to take some form of income drawdown rather than an annuity. Members will be reminded at least 7 years before their designated retirement date to consider switching from the Default Portfolio if they wish to purchase an annuity at retirement date and to reassess the suitability of the retirement date where appropriate. The assumed retirement date for members who do not choose a retirement date will remain their 65th birthday.

Range of Funds

A list of the funds currently offered to members for investment of their Retirement Accounts appears in Appendix 2.

Members may invest in any of the funds listed in Appendix 2, or in a Pre-Select Portfolio consisting of an actively managed fund or blend of passive and active funds chosen by the Trustee. There are currently three Pre-Select Portfolio choices in addition to the Default Fund. When a member participates in a Pre-Select Portfolio, he or she must invest all of their account in that Pre-Select Portfolio.

Environmental, Social and Governance (ESG)

The Trustee has considered its approach to ESG investments and does believe there can be financially material risks and opportunities relating to ESG. Reflecting this, the Trustee has delegated the ongoing monitoring and management of ESG considerations to the Scheme's investment managers. The Trustee encourages the Scheme's investment managers to take into account ESG considerations within their decision-making. The Trustees understand that MIO does not expressly take ESG issues into account as part of its investment considerations regarding the operation of COSS.

The Trustee will take the potential for ESG issues to lead to financially material risks and opportunities into account in any future investment manager selection exercises for the underlying investments that the Scheme's makes. Further to this, the Trustee will where possible monitor the ESG integration practices of the managers they are invested in to ensure they remain appropriate and in line with the Trustee's requirements as set out in this Statement.

The exercise of rights (including voting rights) attached to the Scheme's investments is carried out by the investment managers.

The Trustee's policy is that non-financial matters should not be taken into account in the selection, retention and realisation of investments.

4. Risk and Diversification

Risk Management

The Trustee manages risk in a number of ways.

In relation to Category 1 assets, the Trustee ensures that members are offered access to a range of investment funds across different asset classes and markets. This allows members to select the level of risk versus return appropriate to a member's individual attitude to risk. It also enables members to diversify their investments. The Trustee believes that it is important that the risks associated with each investment fund are made as transparent as possible and this is done via web-based materials, which include an annual Investment Guide, and an annual investment seminar which all members are invited to attend. The Trustee believes that the greatest risk to members over the long-term is that the real purchasing power of pension assets will not be maintained. It recognises that passive fund options often offer real value for money and suit many members but it encourages members to diversify their investments. Members are encouraged to review their investment choices carefully as they approach retirement. The Default Portfolio provides a modified life-styling option. The

Default Portfolio is not specifically designed for a member who wishes to purchase an annuity and so if they do they should consider an alternative strategy that would reduce the risk in his or her portfolio in the years leading to retirement.

The Investment Advisers, XPS and MIOEU, monitor fund performance and regularly review the funds on offer. XPS is primarily responsible for reviewing the passive funds and MIOEU reviews the active funds, which currently is COSS. XPS and MIOEU are invited to Trustee meetings to report on investment performance and advise on the continuing suitability of the range and type of investment funds offered to members.

MIO sets the benchmark and investment mandate (as detailed in a set of investment guidelines established by the Board of Directors of MIO) of the Fund at a level of risk that it deems appropriate for individual long term oriented investors. MIOEU reports regularly to the Trustee on the performance of COSS and MIO notifies the Trustee of any substantial changes in asset allocation or strategy.

LGIM have been appointed by the Trustee to manage the Category 2 assets. Risks are managed by the Trustee selecting investment vehicles that broadly match the characteristics of the Scheme's liabilities. The Trustees periodically review the funding position of the Scheme to assess the effectiveness of their approach. The Trustee recognises however that these liabilities are uncertain and based on actuarial assumptions and that any strategy must be continuously monitored and revised as the liabilities themselves change.

LGIM and MIOEU are responsible for managing counterparty risk for the respective funds that they manage and do this by reviewing or monitoring counterparty arrangements of the underlying managers of the various funds.

Fraud and dishonesty risk is managed through restrictions on authority to transfer and deal with cash and transfers.

Realisation of Investments

The passively managed investment choices, including the Default Portfolio, are highly liquid. However, COSS is less liquid. In difficult markets, where there is a cost to exit, that cost will be passed on to the exiting member and in extremely difficult conditions the member may be prevented from exiting in order to protect other investors. The Trustee believes the level of risk of non-liquidity in these funds is acceptable in an investment that is expected to be long term in nature so long as liquidity risks are adequately disclosed to members.

Risk Measurement

The Trustee recognises that when investing in pooled funds the measurement of risk will pertain to the underlying levels of risk inherent in these funds. The Trustee will monitor the fund risk by reviewing on an on-going basis the historical fund statistics published by the Investment Managers and in the case of MIO through periodic reporting on risk management.


5. Pension Decumulation

Use of member's retirement fund

The Trustee's policy is to ask the administrator to provide information regarding the member's options at retirement. A member's Retirement Account may be used to purchase an annuity or other pension product for the member at retirement, or at any later time when requested by the member. The choice of provider is determined by the member. The member will be informed of the availability of guidance under the Pension Wise Service as required by legislation. No independent financial advice is provided to members nearing retirement.

6. Adoption


Signed on behalf of the Trustee:

Signature: 

Name: V J DARCH

Date: 13/12/19

Signed on behalf of the Investment Consultant:

Signature: 

Name:André Kerr.....

Date:December 2019.....

This SIP is the responsibility of the Trustees. You must not use, copy or repeat any part of the SIP for commercial purposes without obtaining permission to do so in writing to us. We use material from third parties in preparing the SIP and although we try to ensure that all of the information is correct we do not give any express or implied warranty as to the accuracy of the material in the SIP and are not responsible, and do not accept and liability, for any error, omission or inaccuracy. We are not liable for any damages (including, without limitation, damages for loss of business or loss of profits) arising in contract, tort or otherwise from the use of or inability to use this SIP, or any material contained in it, or from any action or from any action or decision taken as a result of using it.

Appendix 1 – DB Section Investment strategy

Overall strategy

The investment strategy of the DB Section of the Scheme is summarised in the table below.

Asset class	Strategic allocation	Expected return (above gilts pa)	Manager and fund	Objective	AMC (pa)
Passive Investment Grade Credit	60%	1.30%	Legal & General AAA-AA-A Bonds-Over 15Y Index Fund	Track the performance of the Markit iBoxx £ Non-Gilts (ex-BBB) Over 15 Years Index to within +/-0.5% p.a. for two years out of three.	0.13%
Synthetic Equity	10% (targeting 25% exposure)	4.00%	Legal & General Unhedged Global Synthetic Equity Fund	Track the performance of the FTSE World (ex UK) Index (less withholding tax where applicable) to within +/- 0.5% p.a. for two years out of three	0.10% (0.25% on exposure)
LDI	30%	0.00%	Legal & General Leveraged Index-Linked Gilt Funds	To maximise returns by investing mainly in index linked securities issued predominantly by the UK Government	0.24%
	100%	1.8%			0.18%

Return expectations quoted above are best estimates for long-term returns. Based on the latest strategy assumptions from 31 March 2019.

Liability hedging

This strategy is designed to achieve liability hedging of:

- 100% of the interest rate risk as a proportion of the Scheme's total liabilities, as assessed against the current technical provisions basis.
- 45% of credit spread risk as a proportion of the Scheme's total liabilities, as assessed against the current technical provisions basis.
- 98% of the inflation risk as a proportion of the Scheme's total liabilities, as assessed against the current technical provisions basis.

Rebalancing investments

The Scheme does not have any formal rebalancing arrangements in place. The Trustee will review the allocation quarterly and if required will instruct the Investment Managers to rebalance towards the strategic allocation.

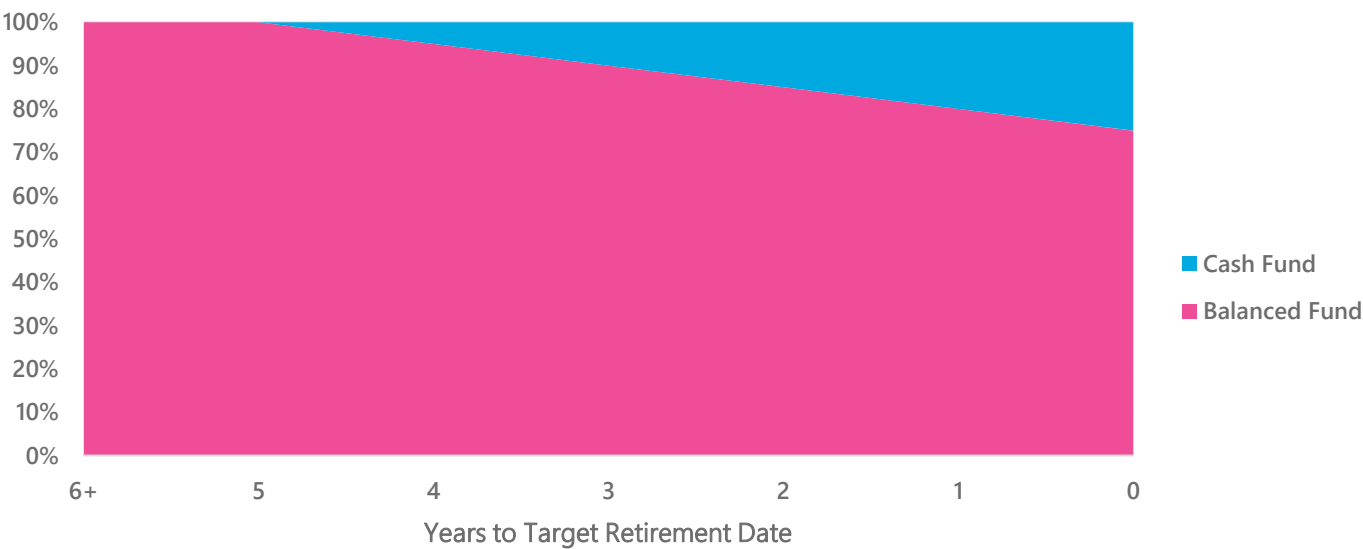
Realising investments

Where assets need to be realised, the Trustee will consult with the Investment Consultant regarding the source and timing of disinvestments. It is envisaged that where assets need to be realised, in most circumstances, the source of disinvestments will be growth assets.

Appendix 2 – DC Section Investment strategy

Default Fund Option

The Default Fund Option of the DC Section of the Scheme is summarised in the chart below.



Until 5 years before the member’s designated retirement date, the Default portfolio will be invested in a Fund composed of a 60% holding in the LGIM World Equity Fund, a 20% holding in the LGIM All Stock Gilts Index Fund and a 20% holding in the LGIM All Stocks Index-Linked Gilts Index Fund (The ‘Balanced Fund’). As the member approaches retirement, commencing 5 years prior to designated retirement date, the Trustee has directed its administrator to annually reduce the Balanced Fund allocation and re-allocated assets gradually to the LGIM Sterling Cash Fund (the ‘Cash Fund’) until the designated retirement date, the investment will be 75% in the Balanced Fund and 25% in the Cash Fund. This enables members to use the Cash Fund for the provision on a tax free lump sum at retirement, with the remainder being invested for growth.

Balanced Funds in the Default Fund Option will be switched into Balanced Hedged Fund as retirement date is approached to mitigate currency risk. This change does not meet any of the 'listed change' criteria. The Progression between the two funds is set out as below:

Years to retirement	5+	4	3	2	1	0
Balanced Fund	100%	76%	54%	34%	16%	0%
Balanced Fund (hedged)	0%	19%	36%	51%	64%	75%
Equities hedged in balanced fund	0%	20%	40%	60%	80%	100%
Cash	0	5%	10%	15%	20%	25%

Other Pre-Select Options

Further to the default offering, the Scheme also allows for member investment in the following three additional Pre-select Funds, each with an individual asset allocation strategy as below:

Fund	Allocation	Management Charge (pa)
Moderate Active Portfolio	MIO Compass Fund – 70%, Index-Linked Gilts – 15%, Cash – 15%	5.07% p.a.
Balanced Portfolio	World Equity – 60%, Index-Linked Gilts – 20%, Fixed Interest – 20%	0.16% p.a.
Lifestyle Active Portfolio	MIO Compass Fund – 100% Last 7 Years pre-retirement: Pre-retirement – 75%, Cash – 25%	7.20% p.a.*

Self-Select Funds

Individual members may elect to follow their own investment strategy by investing in a range of funds. The Trustee has made the following funds available to members:

Asset class	Manager and fund	Benchmark/Objective	OCF (pa)
Passive Gilt Fund	LGIM All Stocks Gilt Index	Track the performance of the FTSE Actuaries UK Conventional Gilts All Stocks Index to within +/-0.25% p.a. for two years out of three.	0.10%
Passive Index Linked Gilt Fund	LGIM All Stocks Index Linked Gilt Index	Track the performance of the FTSE Actuaries UK Index-Linked Gilts All Stocks Index to within +/-0.25% p.a. for two years out of three.	0.10%
Passive Equity Fund	LGIM Global Emerging Market Index	Track the performance of the S&P/IFCI Composite Global Emerging Markets Index (less withholding tax where applicable) to within +/-1.5% p.a. for two years out of three.	0.45%
Multi-Asset Class Fund of Funds	Compass Offshore Special Situations PCC Limited (all class)	- Composed of an absolute return component and an asset allocation component, intended to achieve positive returns regardless of whether equity or debt markets perform strongly or poorly. -The COSS is offered to members through the pre-select portfolios.	0.93%* + 6.40%** *AMC over past 5 years, currently 1% ** example fees calculated using 2015 data
Cash Fund	LGIM Sterling Cash	The fund aims to perform in line with 7 Day GBP LIBID, without incurring excessive risk.	0.125%
Passive Investment Grade Credit Fund	LGIM Pre Retirement	-The benchmark asset allocation for the Fund is a composite of gilts and corporate bond fund,	0.15%

		-The Fund's benchmark is kept broadly in line with the current pension annuity market investments for non-LPI linked annuities	
Passive Equity Fund	LGIM UK Equity Index	Track the performance of the FTSE All-Share Index (less withholding tax where applicable) to within +/-0.25% p.a. for two years out of three.	0.10%
Passive Equity Fund	LGIM World Equity Index	Track the performance of the FTSE World Index (less withholding tax where applicable) to within +/-0.5% p.a. for two years out of three.	0.20%
Passive Multi-Asset Fund	LGIM Balanced Fund	Composed of 60% LGIM World Equity Index Fund, 20% LGIM All-Stocks Index-Linked Gilts Fund and 20% LGIM All Stocks Index Linked Gilts Index Fund	0.16%
Passive Equity Fund	LGIM HSBC Amanah Global Equity Index Fund	The Dow Jones Islamic market Titans 100 index. The fund will invest in equity securities, which meet Islamic investment principles, of companies in the index.	0.35%
Passive Multi-Asset Fund	LGIM Balanced Hedged Fund	Balanced Fund with Currency Hedging.	0.16%